



MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

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BY THE
COMICS
CODE
AUTHORITY

3
JULY
IND.

AMERICA'S MOST EXCITING
SUPER-HERO CAPTURED BY
THE WORLD'S MOST DREADED
SUPER-VILLAIN!

YOU
ARE *HELPLESS*,
SPIDER-MAN!
I WARNED YOU
THAT THE POWER
OF *DOCTOR
OCTOPUS* IS FAR
GREATER THAN
YOURS!



A BOOK-LENGTH SUPER-THRILLER!
SPIDER-MAN FACES
HIS MOST POWERFUL FOE:
"DR. OCTOPUS!"

CAN
ANYTHING THAT
LIVES DEFEAT
THE MIGHTY
DOCTOR
OCTOPUS???

START YOUR OWN BUSINESS!

ELECTRICAL APPLIANCE REPAIRING

EARN WHILE YOU LEARN!

**SECURITY — INDEPENDENCE
WORK SHORT HOURS**

There are millions of electrical equipment units in daily use . . . in factories, homes, office buildings and on farms. Skilled electrical technicians are needed to keep this equipment in good running condition. Learn at home in spare time.

You can now BE TRAINED to fill this BIG NEED . . . a need that grows day by day because of new electrical inventions for home and factory.

If you are mechanically inclined, can hold and use tools, we can give you the training and time-saving kits that will enable you to . . . Command More Money at Work . . . A Better Paying Job Elsewhere . . . Or A Business Of Your Own!

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On America's fastest growing industry

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IN YOUR OWN KITCHEN, BASEMENT, OR GARAGE

You don't need elaborate fixtures or expensive equipment to be a successful repairman. Work as many hours as you wish. The Electrical Appliance Technician is his own boss!

**\$5.00 - \$6.00
HOUR**

often charged for making ordinary repairs. We show you how to repair refrigerators, vacuum cleaners, washing machines, motors, etc., etc.

AGE IS NO BARRIER

Nor is a minor physical handicap. Work is light, pleasant and PROFITABLE.

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Gentlemen: Please rush me your FREE ILLUSTRATED BOOK about Electrical Appliance Servicing, facts on your Electronic Kit and Special form for paying later from earnings while learning.

NAME _____ Age _____
ADDRESS _____
CITY _____ Zone _____ State _____

SPIDER-MAN VERSUS DOCTOR OCTOPUS

THE STRANGEST FOE OF ALL TIME...

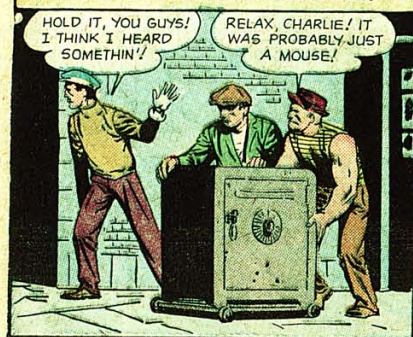


STORY BY: STAN LEE
ART BY: STEVE DITKO
LETTERER: JOHN DUFFY

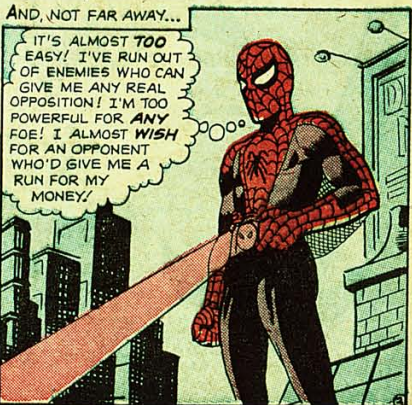
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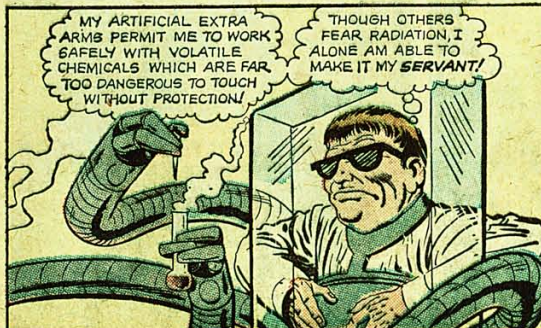
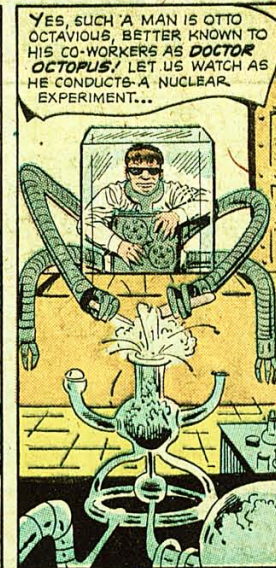
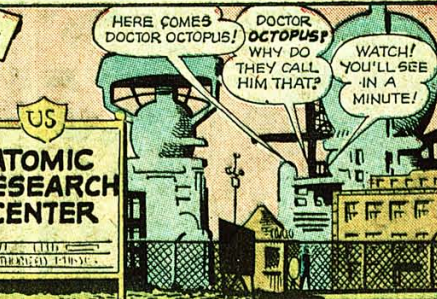
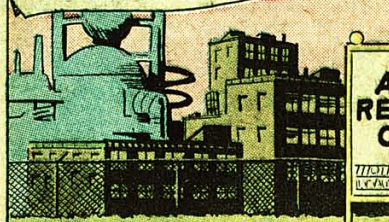
A STORY HAS TO START *SOMEWHERE*, SO LET'S BEGIN WITH A LONELY WAREHOUSE, IN THE DEAD OF NIGHT, WHERE WE FIND A ROBBERY TAKING PLACE...



SUDDENLY, THE MOST AWESOME IMAGE IN CRIME-FIGHTING APPEARS ON THE WALL, DIRECTLY ABOVE THE STARTLED THIEVES...



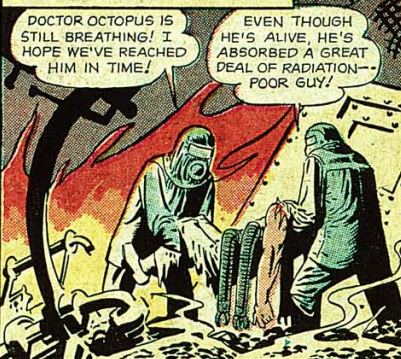
AND LITTLE DOES **SPIDER-MAN** SUSPECT THAT HIS FRIVOLOUS WISH IS ABOUT TO COME TRUE! FOR, AT THAT MOMENT, ON THE OUTSKIRTS OF TOWN...



BUT THE WARNING, ALAS, IS GIVEN TOO LATE! AND BEFORE THE ALARM CAN BE SOUNDED...



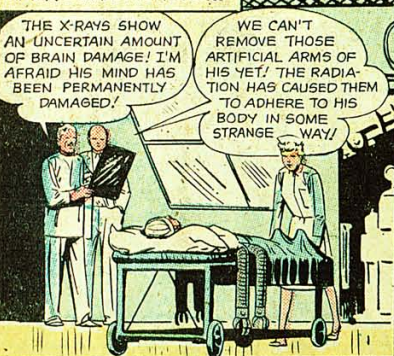
THEN, AFTER THE FLAMES AND SMOKE HAVE PARTIALLY CLEARED...



DOCTOR OCTOPUS IS STILL BREATHING! I HOPE WE'VE REACHED HIM IN TIME!

EVEN THOUGH HE'S ALIVE, HE'S ABSORBED A GREAT DEAL OF RADIATION--POOR GUY!

IN THE HOURS THAT FOLLOW, AFTER EXHAUSTIVE TESTS...



THE X-RAYS SHOW AN UNCERTAIN AMOUNT OF BRAIN DAMAGE! I'M AFRAID HIS MIND HAS BEEN PERMANENTLY DAMAGED!

WE CAN'T REMOVE THOSE ARTIFICIAL ARMS OF HIS YET! THE RADIATION HAS CAUSED THEM TO ADHERE TO HIS BODY IN SOME STRANGE WAY!

FINALLY, DAYS LATER, THE INJURED SCIENTIST RECOVERS CONSCIOUSNESS...



WHAT AM I DOING HERE? LET ME UP! I MUST RETURN TO MY WORK!

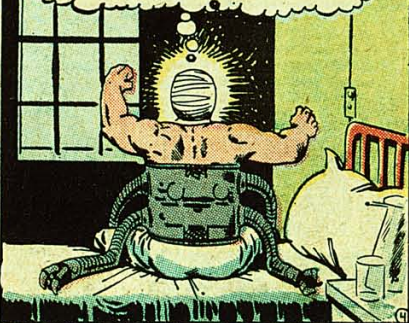
NO! YOU'VE BEEN VERY ILL! YOU MUST STAY IN BED! YOU NEED THE REST!

BUT THE BRAIN OF DR. OCTOPUS--THE BRAIN WHICH HAS BEEN DAMAGED BY RADIATION--REACTS IN A BITTER WAY...

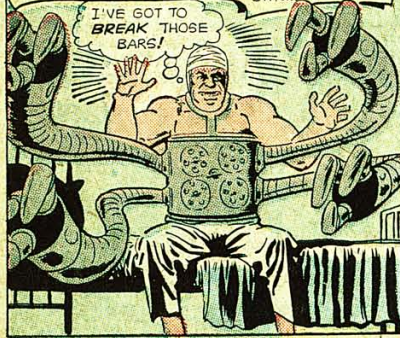
THEY'RE JEALOUS OF ME! THEY WANT TO KEEP ME FROM MY WORK! BUT I'LL SHOW THEM! I'M STRONGER THAN ANY OF THEM!



THE WINDOW IS BARRED! THEY'RE TRYING TO MAKE A PRISONER OF ME! THE FOOLS! NO ONE CAN HOLD DOCTOR OCTOPUS AGAINST HIS WILL! NO ONE!

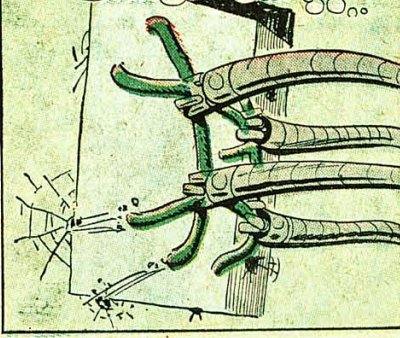


THEN SUDDENLY, AT JUST A SUGGESTION OF A THOUGHT BY DR. OCTOPUS, HIS ARTIFICIAL ARMS MOVE AS THOUGH THEY HAVE A WILL OF THEIR OWN...

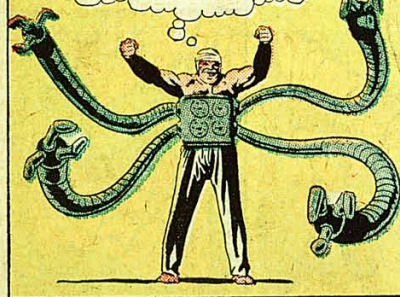


I'VE GOT TO BREAK THOSE BARS!

I DID IT!! MY ARMS DID IT! THEIR STRENGTH IS INCALCULABLE! THEY CAN DO ANYTHING!!



SOMEHOW, MY MECHANICAL ARMS HAVE ALMOST BECOME A PART OF ME! THEY OBEY MY EVERY COMMAND! WITH SUCH POWER AND MY BRILLIANT MIND, I'M THE SUPREME HUMAN BEING ON EARTH!



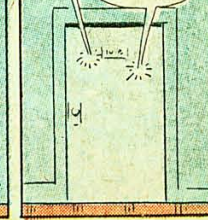
MINUTES LATER...

YOU WANTED TO SEE ME, DR. OCTOPUS?

YES! COME IN! SHUT THE DOOR BEHIND YOU!



HA-HA! YOU DON'T BELIEVE WHAT YOU SEE? BUT IT'S TRUE! I'M ALL-POWERFUL! FROM NOW ON, I GIVE THE COMMANDS HERE!



MEANWHILE, AT THE OFFICE OF J. JONAH JAMESON, PUBLISHER OF THE DAILY BUGLE...

I WANT PICTURES OF THE INJURED SCIENTIST, DR. OCTOPUS, BUT NO ONE IS ALLOWED TO ENTER THE BLISS PRIVATE HOSPITAL ANY MORE! I NEVER HEARD OF ANY HOSPITAL KEEPING PEOPLE OUT! DON'T WORRY, J.J.! I'LL GET THOSE PIX FOR YOU!



MY BEST MEN HAVE TRIED AND FAILED! BUT SO FAR, YOU'VE SUCCEEDED IN EVERY ASSIGNMENT! I CAN'T IMAGINE HOW A TEEN-AGER LIKE YOU DOES IT!

OUR AGREEMENT, J.J., IS THAT YOU'RE NEVER TO ASK ME HOW I DO IT!



JUST HAVE A CHECK READY FOR ME WHEN I BRING BACK THE PIX OF DR. OCTOPUS!

HE DOESN'T SUSPECT PETER PARKER, THE TEEN-AGER HE ASSIGNED TO THE JOB, IS GONNA HAVE SPIDER-MAN DO IT!





CONTINUED AFTER NEXT PAGE...

GIVE ME JUST ONE EVENING and I'LL TEACH YOU TO HYPNOTIZE EASILY!



Hypnotize others quickly, safely---perform any known HYPNOTIC FEAT with EASE! Amaze friends--Exert your Hypnotic Power over others - Be POPULAR and WANTED!



YES, it's true! You can hypnotize anyone as EASILY and QUICKLY as you'll be amazed! And it doesn't take special talents or long months of study. The very first day you receive this miracle GUIDE TO HYPNOTISM you'll be able to perform wonders that will astound everyone. It's that SIMPLE... WHEN YOU KNOW HOW.

Imagine the thrill of being able to EXERT YOUR POWER OVER OTHERS. You'll be the center of attraction at parties or work. You'll be able to make others do your bidding... perform and entertain with feats that have baffled millions for years. And you'll do these wonders with EASE. For Hypnotism is no longer a secret miracle of science but a POWER anyone can exert over another... when you know how!

25 MIRACLE LESSONS

HOW TO HYPNOTIZE New Simple Technique

HOW TO AWAKEN SUBJECT

THE POST-HYPNOTIC SUGGESTION

How to make others do your bidding after they are awakened; hypnotizing by telephone.

HOW TO GAIN MAGNETIC NEW PERSONALITY

MESMERISM Quick technique for hypnotizing.

MAGNETIC HEALING

How to stop pain. Much surgery is performed by Hypnotism.

HOW TO HYPNOTIZE FOR MONEY

CURING BAD HABITS

End sleeplessness, stop smoking, lose weight, etc.

POWER OF SUGGESTION

HYPNOTIZE YOURSELF

MAGNETIC INFLUENCE Control others.

HYPNOTIZING CROWDS

HOW TO ENTERTAIN

MIND READING

HYPNOTISM IN BUSINESS

and much, much more is covered!

Palmer-Jones Publishers, Dept. 22,
285 Market St., Newark, N.J.

SIMPLE SECRETS REVEALED AT LAST

For years the knowledge of how to produce hypnotic sleep has been so well guarded that only a few have mastered this art. But now the veil of secrecy has been lifted and the innermost SECRETS and techniques revealed for the first time. The fact is that Hypnotism is a scientific fact that anyone can learn! Once you know these secrets and methods you can bring about this strange and wonderful control that has only been used by doctors, psychiatrists and entertainers in the past. Yes, now this remarkable phenomena will be yours to use for pleasure, self-development and countless other benefits.

YOU CAN PERFORM ANY HYPNOTIC FEAT!

First, you must understand that what another person does with Hypnotism, YOU CAN ALSO DO. There isn't anything anyone has ever done with this art that you cannot do! YOU can make people cry, laugh, shout, stop smoking, recall childhood memories, act like an infant, make water taste like lemon, get folks to sing, dance... do a 1001 things they never would do when not UNDER YOUR POWER. And the most amazing thing of all is --- HOW EASY IT IS TO DO!

SO EASY TO MASTER!

Here at last is the most perfect, complete and easily learned course on Hypnotism ever written. In three short, simple chapters you learn the hidden secrets of Hypnotism and how to work this scientific miracle. No long, technical, mumbo-jumbo explanations are given. The entire 25-lesson Guide to Hypnotism is written in plain, SIMPLE language that anyone can understand. After the third lesson you are able to begin performing countless techniques and powers clearly explained in the next 22 lessons. You'll learn how to cure bad habits in yourself and others, how to BUILD PERSONAL MAGNETISM, SLEEP without drugs, use Hypnotism to help STOP PAIN, stop smoking, BUILD WILL, POWER, LOSE WEIGHT, IMPROVE YOUR MEMORY and so much more. And you'll learn how to MAKE MONEY with your new power by entertaining at parties, lodges, club meetings, etc. Truly, this knowledge will give you a NEW SURGE OF CONFIDENCE and POWER unlike any you have ever known!

CHECK HERE HYPNOTIC POWERS YOU WANT!

- ☐ INFLUENCE OTHERS
- ☐ SELF-HYPNOSIS
- ☐ CURE BAD HABITS
- ☐ LOSE WEIGHT
- ☐ STOP SMOKING
- ☐ PERFORM STUNTS, TRICKS
- ☐ DO MIND READING
- ☐ GAIN MAGNETIC PERSONALITY
- ☐ RELIEVE TENSION
- ☐ MAKE MONEY



MAIL NO-RISK FREE TRIAL COUPON!

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285 Market Street, Newark, New Jersey

YES, Send me for 30-day HOME TRIAL the complete 25-Lesson GUIDE TO HYPNOTISM.

☐ I enclose \$1.98 - payment in full - which will be refunded to me if I am not 100% delighted.

Name

Address

City Zone State

☐ I agree that I will not use this power for other than proper use.

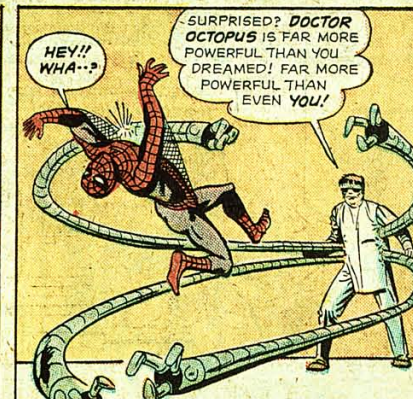
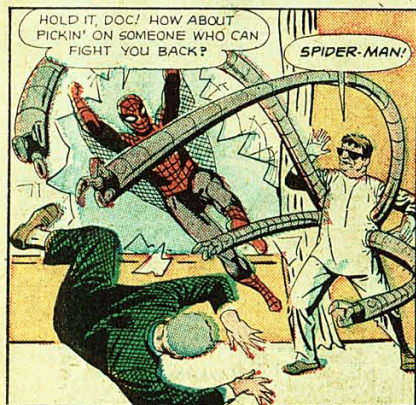
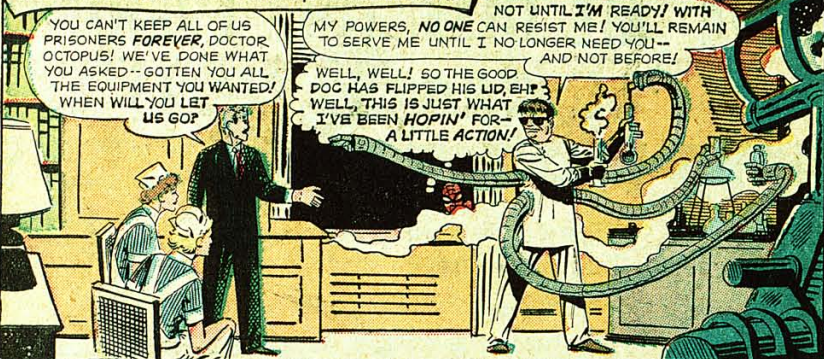
25 Fact-Packed LESSONS TELL ALL!

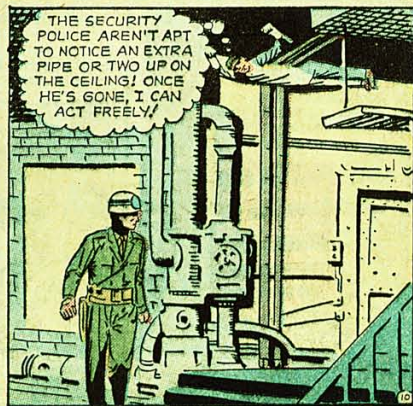
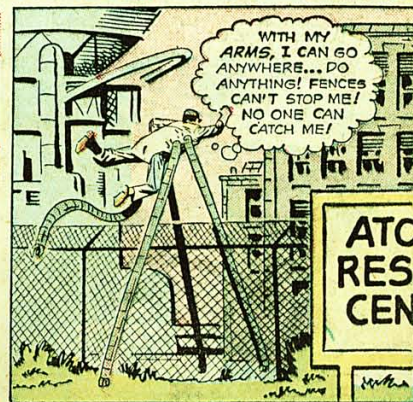
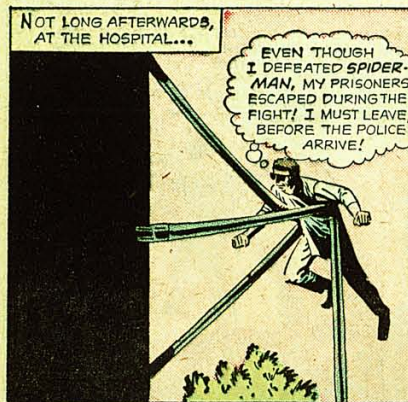
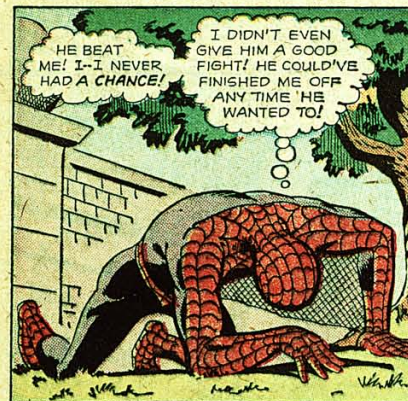
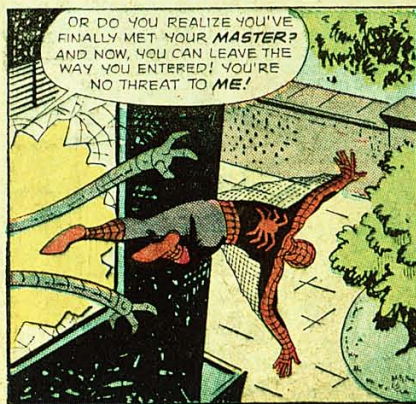
Never before has such a Complete and authentic course on Hypnotism been available at such a low price. Doctors and students have PAID hundreds of DOLLARS for personal instruction in Hypnotism, when obtainable knowledge such as this can be worth THOUSANDS of DOLLARS to the user over the years. You, due to printing economies, large press runs and also by the elimination of correspondence charges, the complete 25-Lesson Guide TO HYPNOTISM is yours for only \$1.98. Yes, only \$1.98 for the COMPLETE COURSE bound in book form. Certainly a tiny investment for so much!

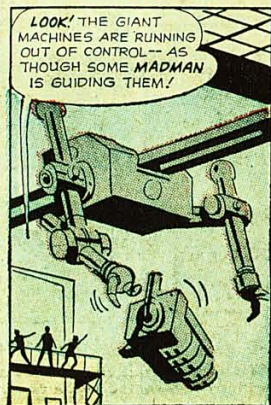
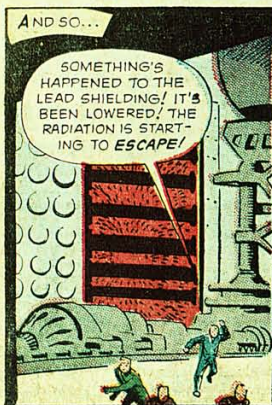
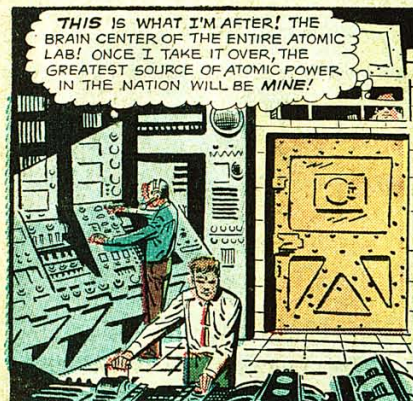
• USE FOR 30 DAYS • WITHOUT OBLIGATION!

PROVE to Yourself that YOU CAN HYPNOTIZE ANYONE! Order the 25-Lesson Guide to Hypnotism today and put it to the test the very next evening. The first three chapters teach you the SECRETS of Hypnotism and the 22 chapters that follow introduce you to many new WONDERS of this miraculous art. For the next 30 days as our guest, perform the WONDERS of Hypnotism among your friends, at home and at work. Then, if you don't feel it's the GREATEST VALUE you have ever received for \$1.98--we don't want you to keep it. Just mail it back and the small payment you sent will be PROMPTLY refunded--no questions asked. You have nothing to lose--amazing new POWERS TO GAIN! So order now!

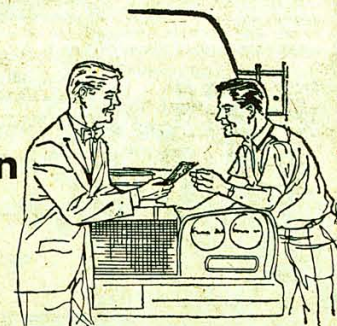
PEERING UNSEEN THROUGH THE LARGE PICTURE-WINDOW, SPIDER-MAN WITNESSES A STRANGE, UNEXPECTED SIGHT...







How to make money as you train at home for a better job or a business of your own in Auto Mechanics



Many Earn Cash Soon After Starting

Because CTI training is shop-proved, many students start to fix cars in spare time soon after enrolling. Some work on their own; others take part time jobs with local shops. With their earnings, students meet the easy tuition payments and they sometimes have enough left to buy extra equipment. At the same time, these students gain valuable experience and become skilled in the use of tools and instruments.

Training Is Paying Off

CTI gets letters like these all the time: "Am working as a mechanic and earn twice what I used to. Made \$25 a week as I trained."—Jerome Slowik, Ill. "Am now a senior auto mechanic. Made \$800 during training."—Ronald Wharton, Md. "Am proud I finished course. Have two job offers."—Barden Vance, Ind. "Have started my own tune-up and brake shop. Am earning about \$50 a week more than before."—G. Gunz, Cal.

Diesel Mechanics or Body-Fender Repair

In addition to full training in auto mechanics, you also receive instruction in Diesel Mechanics or Body and Fender Rebuilding. No extra charge. Only CTI gives you this generous choice.

Open An Auto Repair Shop

Almost every community offers you a chance to go in business. Your own shop will pay more and give you greater security. Many CTI students start on a spare-time basis, then go full time when business is good enough. Start in your back yard—end up on Main Street!

30 Job Experience Projects Help You Learn By Practicing

Train at home in your spare time for a better job. The CTI course includes 15 kits of mechanic's tools and testing instruments. In addition, you receive 30 Job Experience Projects to help you learn by practicing. Our course covers all necessary subjects such as engine overhaul; tune-up; repair of electrical, brake, fuel and cooling systems; automatic transmissions. Many pictures make instruction clear and easy to understand. No guess-work!

15 KITS OF TOOLS AND TESTING INSTRUMENTS



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It takes only five minutes to fill out the coupon. Do it now and get your letter in the mailbox today. Without cost or obligation, CTI will send you a valuable booklet describing your future in auto mechanics. You can judge the job situation for yourself, and make up your own mind, when you read the facts. But mail today.

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Send me your opportunity booklet, *Make Big Money in Auto Mechanics*. Also, *Sample Lessons*. Both FREE.

Name _____ Age _____

Address _____

City _____ Zone _____ State _____



BUT, WITHIN MINUTES, THE SOURCE OF THE TROUBLE IS MADE KNOWN, AND...



THE FOREMOST BRAINS OF THE NATION'S ARMED FORCES AND SECURITY AGENCIES CONFER FEVERISHLY, BUT TO NO AVAIL...



MEANWHILE, WHAT OF TEEN-AGE PETER PARKER, ALIAS SPIDER-MAN?



MR. JAMESON? NO, I WON'T BE ABLE TO GET THE PICTURES OF DOCTOR OCTOPUS! NO, I PROBABLY WON'T BE ABLE TO GET ANY MORE! SORRY-- YEAH...GOOD BYE!



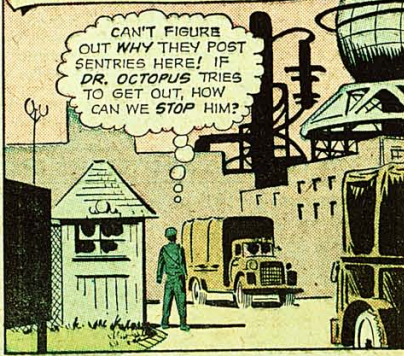
PETER, DEAR, WHAT'S WRONG? I CAN'T BEAR TO SEE YOU SO UNHAPPY! IS THERE ANYTHING I CAN DO TO HELP?



AND, BEFORE LONG, THE ENTIRE PLANT IS EVACUATED, EXCEPT FOR... THEY REALIZE I CANNOT BE STOPPED AND HAVE GIVEN UP TRYING! I'VE WON!! THE PLANT IS MINE! I AM NOW IN COMPLETE CONTROL!



AND SO, THE ORDER GOES OUT--NO ONE IS ALLOWED IN OR OUT OF THE ATOMIC PLANT...



HELLO, PETEY... SAY, WHAT'S WITH HIM? HE DIDN'T ANSWER!



PETE, DID YOU HEAR THE BIG NEWS? THE GOVERNOR'S ASKED THE FANTASTIC FOUR TO TRY TO CAPTURE DOCTOR OCTOPUS!



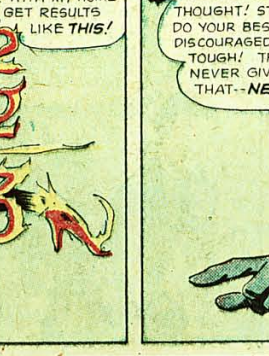
LATER, AT THE SCHOOL ASSEMBLY...



NOW FOR A LITTLE DEMONSTRATION! I CAN'T APPLY MY TOTAL FLAME, BUT HERE ARE SOME FIERY FIGURES FOR YOU!



THIS IS WHAT USUALLY HAPPENS WHEN THE THING HELPS ME WITH MY HOMEWORK! I GET RESULTS LIKE THIS!



THEN, AFTER A FEW MORE COLORFUL DEMONSTRATIONS...



ABILITY ALONE ISN'T ENOUGH! IT'S ONE LESSON I'VE LEARNED FROM MY PARTNERSHIP WITH THE FANTASTIC FOUR!

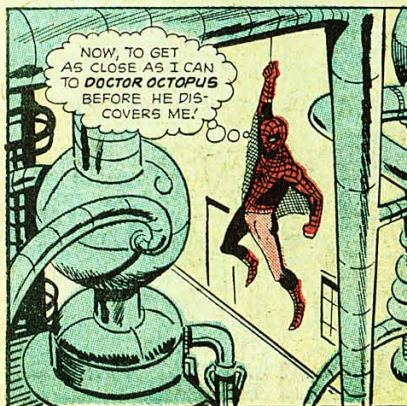
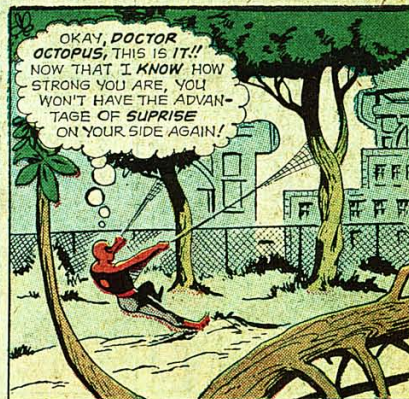


EVEN THE FANTASTIC FOUR HAVE HAD DEFEATS--BUT WE ALWAYS COME BACK! OUR MOTTO IS NEVER SAY DIE!



LATER, AT THE CONCLUSION OF THE TORCH'S LECTURE...





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CONTINUED AFTER NEXT PAGE...

REWARD \$9,985.50

FOR THIS COIN!



ILLUSTRATED: 1904 Silver Dollar. 19,000 Minted, only 12 accounted for—where are the rest?

MAIL MONEY-**SAVING NO-RISK**
FREE TRIAL COUPON NOW!

My purchase price will be promptly refunded if I'm not satisfied.

FOR CERTAIN COINS WE PAY UP TO

CERTAIN	
Gold Coins Before 1929.	\$10,000.00
Pennies Before 1919.	9,000.00
Silver Dollars Before 1936.	8,000.00
Nickels Before 1945.	6,000.00
Dimes Before 1946.	5,000.00
Half Dollars Before 1947.	4,500.00
Quarters Before 1941.	3,500.00
Half Cents Before 1910.	3,500.00
Lincoln Pennies Before 1940.	200.00

\$500,000.00 SEARCH
FOR RARE COINS!

Stop spending valuable coins worth hundreds of dollars. New 1963 catalogue lists hundreds of coins we want to buy and gives the price range we will pay for these United States Coins. Certain half cent coins are worth up to \$3,500.00 for Canadian Coins. Our valuable Coin Book may reward you many thousands of dollars. Coins do not have to be old to be valuable. Thousands of dollars have been paid for coins dated as recently as 1940 to 1956. Now you too can learn the rare dates and how to identify rare coins in your possession with our new 1963 catalogue. A fortune may be waiting for you. Millions of Dollars have been paid for rare coins. Don't sell your valuable coins for less than they are worth! Hold on to your coins until you obtain our catalogue.

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Address

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State

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THIS SPARE TIME
SHOE BUSINESS
CAN MAKE BIG
MONEY FOR
YOU...



It's just like having an EXTRA payday every week... just for showing friends, relatives and neighbors how they'll "walk on air" in Mason shoes! Many a man sells 2, 3, 4, or 6 pairs of Mason shoes on Saturday morning, alone—and makes as much as \$5 to \$20 or more extra for 2 or 3 hours of his time.

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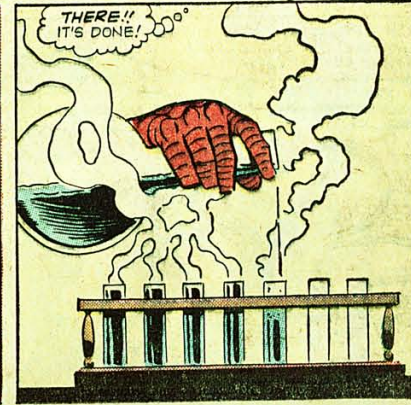
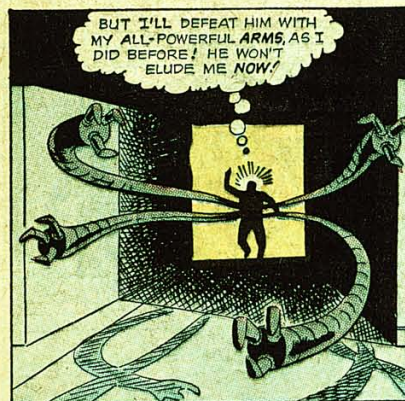
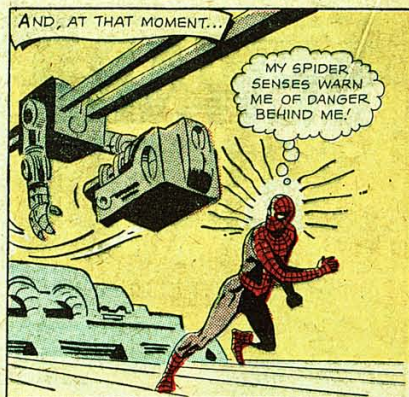
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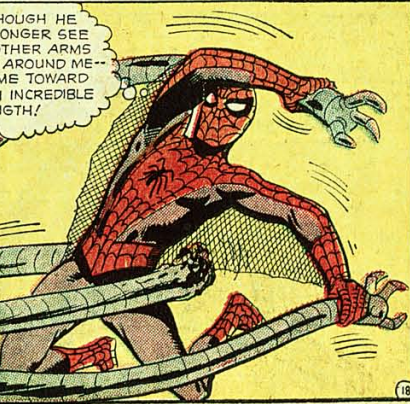
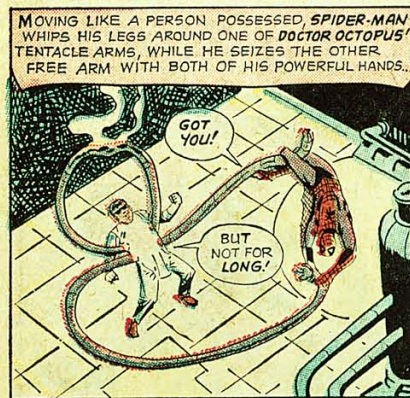
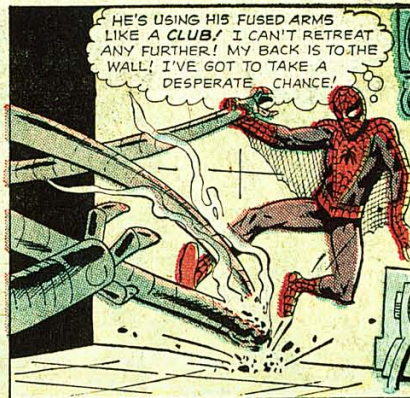
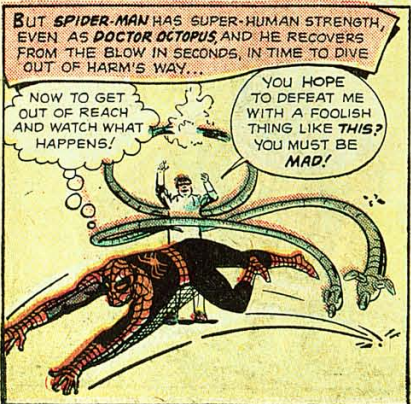
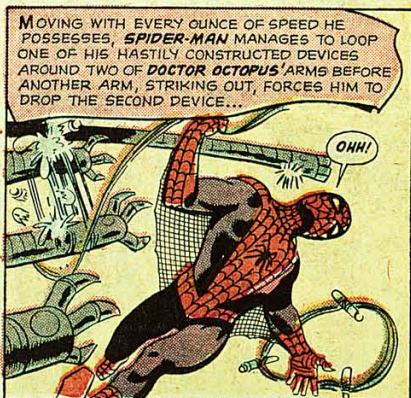
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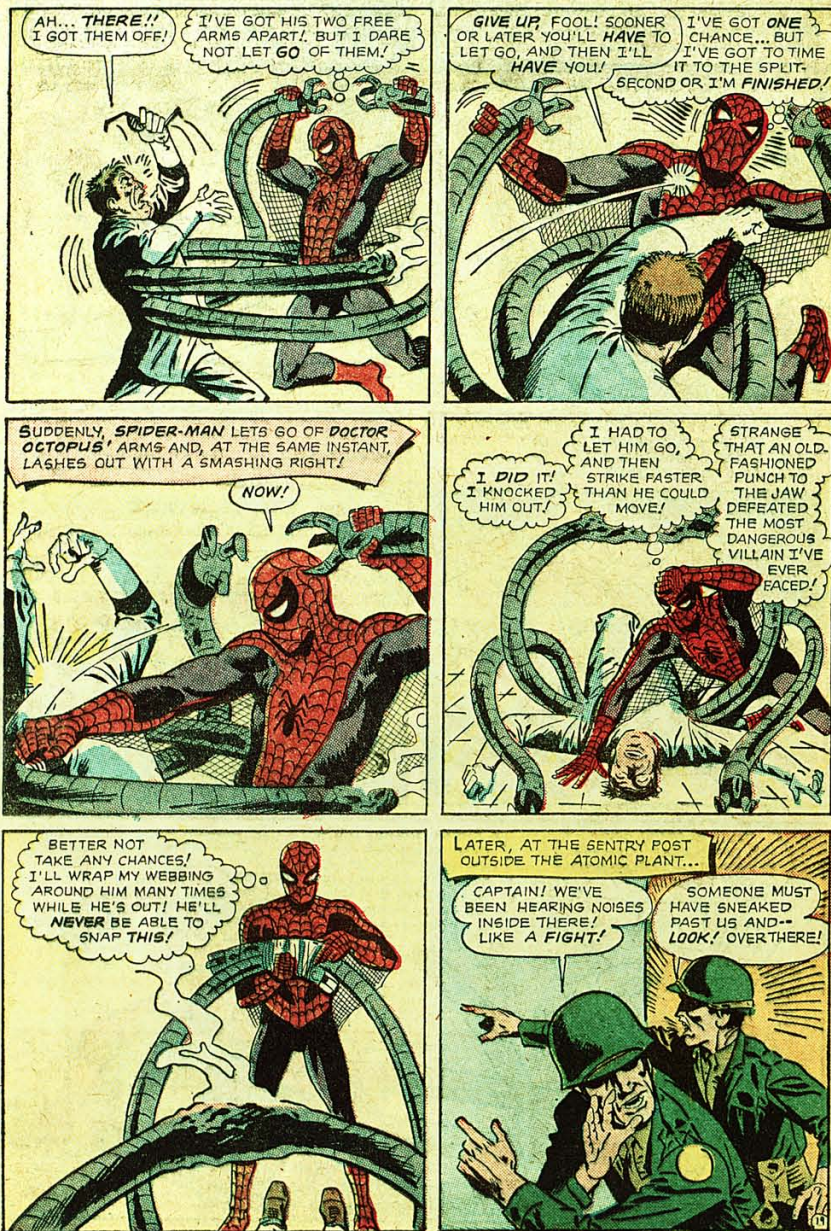
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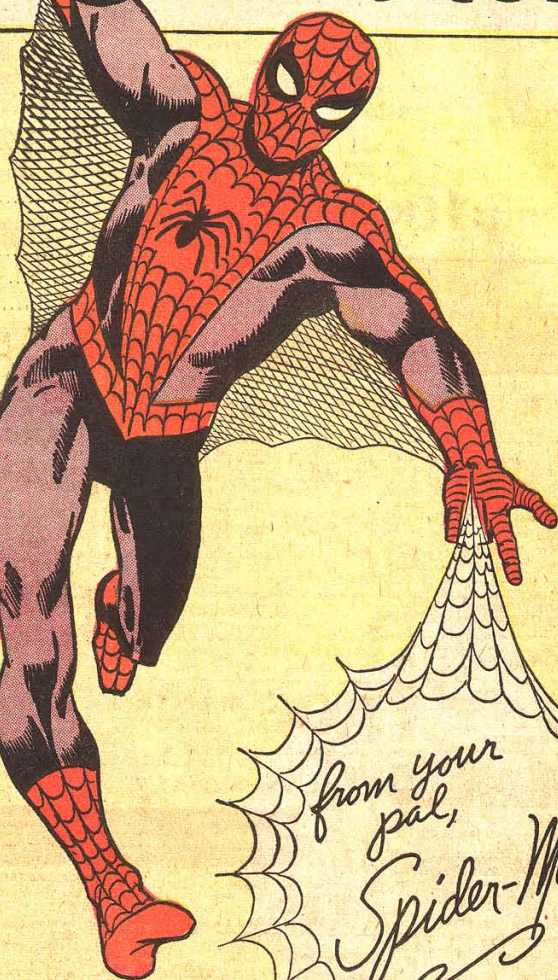
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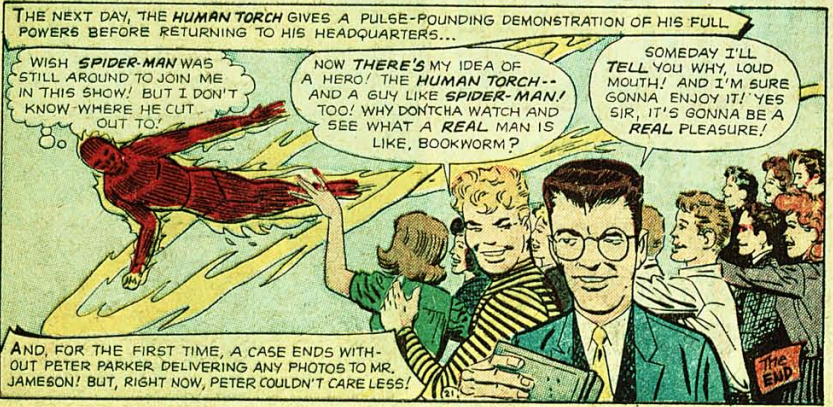
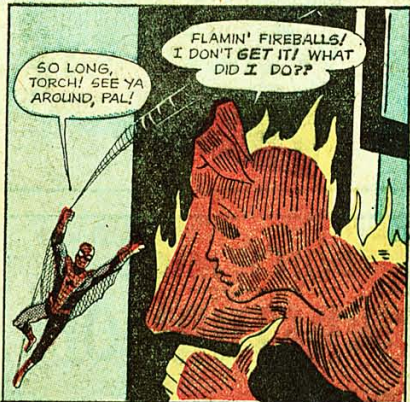
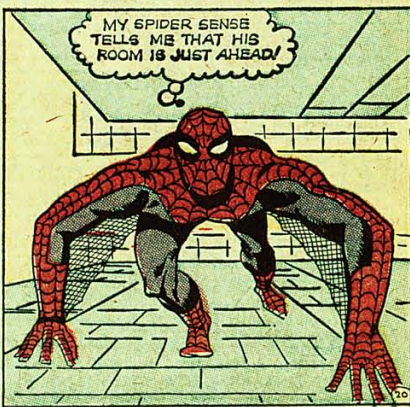
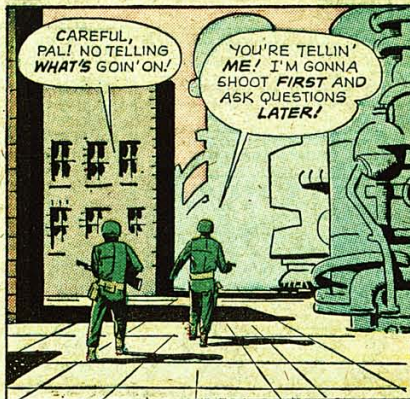
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We regret that no letters can be answered personally, but we will print as many as possible each issue, and you may rest assured that either Stan Lee or Steve Ditko, or both, carefully read each and every letter received here at the Web!

Dear Stan and Steve:

The Amazing Spider-Man #1 was quite good as first issues go, and in comparison to other first issues edited by you two, it was great. In the Spider-Man, you have a hero that really reaches out to the hearts of the readers. His financial state, his social life, and his acceptance as a super-hero are all things that make this guy appealing. (Yes, appealing; his appeal is gained more through pity than admiration of him.) And, oh, how I hate that J. Jonah Jameson. I can't really say that I know a fictional character that I've hated so much. Of course, being as I hate him, I have to put in a good word for him. Like—how can the reading public believe what this guy writes? I can understand how a few or even a majority might have sided with him after his first editorial. And it's understandable that as each new "masterpiece" on his part came off the press that his following might increase. But when Spider-Man saves this bum's son and then he turns around and claims that the Spider-Man is a headline grabber, come on... I say that this J. J. Jameson guy is the headline grabber. The second story was the better of the two and this is understandably so when you figure that the FF were contained therein. I think that Ditko did an exceptionally fine job on the Four. I also think that in this story, Mr. Fantastic played a far larger role than he's ever done. Usually he's confined to controlling the Thing and the Torch and tellin' the others what to do. Question: How was the Spider-Man able to rip the door of the helicopter off its hinges? Or do spiders normally have this ability? I also liked the end of the story (second) where the Four are pondering over the future of the Spider-Man. The cover of this issue was exceptionally well done in comparison with other covers done by you guys. The costume of Spider-Man is quite good-looking and it's second only to Thor, so costumes go. Thanks for your time and your fine publication.

Tom Jones
622 Plater
Aberdeen, Maryland

You're welcome, Thomas. And, regarding your question, remember—a spider is far stronger than a human being in proportion to his size! Inasmuch as Peter Parker has the relative strength of a spider, and the size of a human, well—just imagine!

Dear Editor:

I just finished reading the first issue of your wonderful magazine. I thought that it was very good. I especially liked the way the Spider-Man spins his webs. This is quite an original idea. One question, though: why doesn't the Spider-Man appear monthly instead of bi-monthly?

Jerome Haro
515 S Street
Chula Vista, California

Maybe he will, Jerry, if enough fans feel the way you do.

Dear Stan and Steve:

At last you have put out a single comic book devoted to one super-hero. Spider-Man sure deserves it. The cover was exceptionally well done. The title, The Amazing Spider-Man, on the cover should stay as it is. Of the two titles inside, the one used on the Chameleon story was better. The plot of the first story was a good one, but I hope that the public will be straightened out, and Spider-Man will be on the side of the law and make everybody know it. The plot with the Fantastic Four was also good, but I don't think Steve Ditko drew the FF too well. In some panels, the Human Torch looked like he did in Fantastic Four #1 and #2. If Spider-Man is treated right, and is made to appear to the public as a normal super-hero, he will be one of the better ones. Looking forward to the next issue of Amazing Spider-Man.

Fred Bronson
11620 Port Rd.
Culver City, California

So are we, Fred! But tell us: Just what is a "normal super-hero"???



Dear Stan and Steve:

Here are some suggestions for Spider-Man. . . . Have him battle common criminals. Make him more like a detective than a lifeless mannikin who scares away alien invaders. Have pictorial previews of forthcoming issues. Have a letter column in the first issues with comments on the Spider-Man origin in Amazing Fantasy #15. Have Steve Ditko do all the art, and Stan Lee the writing. Have the type of spectacular covers you had in the 40's, keeping Spider-Man the main figure. In closing, I would like to say that the Spider-Man could be the best mag on the market, and you have everyone's hopes to be just that.

Bill Ryan
1247 Dellwood Drive
Westlake, Ohio

Thanks for your advice, Bill, although we could mention some competitors who probably don't share your hopes!

CONTINUED...

Dear Spider-Man:

I feel sorry for you, buddy. It was pretty mean of the Fantastic Four to desert you, but I think they will let you in if you tell them about your problems, and beat the rocks out of Thing's head! I'm sure Johnny Storm is on your side. I'm going to write to the Fantastic Four as soon as possible.

Your full-of-pity-Friend,
Frank Glen
Box 154
Hopewell Junction, New York

Hey, hold on there, Frankie boy! The FF get more than enough letters! WE'RE the ones who can use 'em!

Dear Stan and Steve:

Your new Spider-Man mag is the greatest!! Your title-logo is striking and appropriate. I missed this trial issue in Amazing Fantasy (and you can give me fifty lashes with a wet noodle for this). His costume is superb. His powers are confined, not branched out like some heroes who can do anything. He is the only hero of this New Age of Comics that is hunted by the law. I heard that in the Golden Age of Comics, almost all super-heroes were. Here's to Spider-Man's running 50 years in his own comic.

Phil Leibfried
105 Parkway Rd.
Bronxville, N. Y.

Only fifty???

Dear Stan and Steve:

Your Spider-Man shows great promise as a really great super-hero. I'm very sure you made no mistake in giving him his own magazine after only one tryout in Amazing Fantasy. It doesn't take a second look to know that Spider-Man is a natural. A super-hero's success is based on the reaction of the reader to said super-hero's assortment of super powers, the quality of his art, and lastly the writing quality. I'm sure you know this better than I. I think reader reaction to Spider-Man's powers will be almost wholly in his favor. His powers are original, different, and very interesting, to say the least. You've no problem on this point. As to art I have nothing but praise. Mr. Ditko is the perfect choice to illustrate Spider-Man. He's had much experience illustrating weird and off-beat stories as in the case of *Amazing Fantasy*. When he began to draw Spider-Man he also proved he could handle a super-hero as well. But of interest is the fact that he could inject into the Spider-Man art the weird feeling from his earlier work of unusual stories. Mr. Ditko has a knack for drawing a man so that he seems half man and half spider — the Spider-Man. His style in SM art is almost hypnotic. He draws SM in such poses as to suggest a spider and he does it so well that I find myself counting Spider-Man's limbs to assure myself that he has no more than four. But art can't make the whole comic. Story-wise I think there's room for improvement. The handling of Spider-Man's character has been well done, but otherwise the plot hasn't been as good as it could be. The first appearance in *Amazing Fantasy* was great, but the plot in the first issue wasn't as good. The appearance of the Fantastic Four was good but I didn't like the plot otherwise. I realize Spider-Man is just out and brand new, so I'm sure not going to give him up. With each issue I'm positive he'll improve as did your great mag, *Fantastic Four*. In no time at all Spider-Man should be ranking among the very tops in the comic world.

Buddy Saunders
1605 Joyce
Arlington, Texas

Thanks — see think!

Dear Stan and Steve:

I think Spider-Man should have a secret partner to find out inside information and to help him keep his identity secret from outsiders. I just loved your first issue and

hope you keep up the good work. I'm looking in the news-stands for your next issue.

Doug Arch
Box 48
Joshua Tree, California

Hope you find it, Doug! As for a secret partner for S.M., well, what do the rest of you fans think? (Both of you!)

Dear Stan and Steve:

Having read almost as many stories as you have written I feel my opinion is as good as the next fellow's. Meaning to say that your startling story in #1 copy of Spider-Man was terrific. But may I ask what in the world did you do to the second part? Is he so different that nothing can go his way? Your next issue is supposed to be great, but if more of your fans such as I feel this way after reading the first issue . . . well, I don't think I'd waste my good money on another copy like the first. Having read as many of your great stories as I have, I'd just like to know which side of the bed you got up on to finish a good story such as Spider-Man the way you did?? Good luck on your next issue. I have a feeling you'll need it.

Margaret Seth
955 Preston St.
Sciotoville, Ohio

'Twas an interesting letter, Maggie, although we still can't decide whether you're for us or agin' us!

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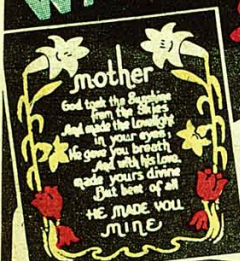
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Pal—do YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, scrawny body—skinny arms—skinny shoulders—skinny chest and skinny legs? Do girls laugh and follow you when you take off your shirt?

BE LIEVE IT OR NOT!—I can add solid pounds of rippling, steely he-man MEAT arms and PACK EVERY INCH of muscle that tapers in chest and shoulders. I can take that scrawny skin and build you a BRAWN. I can give you a body that will have the girls gasping with awe and admiration! And with NO lifting exercise, NO high-priced bar-bells or gym equipment!

Or is your problem a body sagging with soft rolls of unhealthy, unhandsome FAT? Pump muscles—bloating stomachs—bloated face—arms heavy with layers of BLUB-BLE? Are you ASHAMED to go to the beach and let the girls see your "FAT-MAN PHYSIQUE"?

PROOF!

I tried the other systems, before my buddy told me about DYNAPLEX. It works—see how! I've put two inches on my chest. I like magic!

I never thought I could build terrific muscles without exercise or weights, am building a JAW-DROPPING PHYSIQUE!

E. G. Detroit, Mich.
"DYNAPLEX is the best yet. Only three hands! I am telling all my pals about DYNAPLEX!"
F. S. Chicago, Ill.

'SECRETS OF ATTRACTING GIRLS!'

FREE!

Follow! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you, this exciting and informative book. Discover a secret method for developing a new, almost MAGNETIC way of attracting the girls. At parties, dances, at the beach—you will have the girls clustering around you breathlessly, while they watch enviously. "What does HE have that we don't?" they will say. The answer is in this exciting new book, you will get. From Mike Marvel. Fill out and mail the coupon NOW!

Outside U.S.: Send International Money Order or cash. Great Britain: \$1.00 is about 15 shillings. For air mail delivery, send 1 pound.

When research into the Science of Strength found a thrilling new way to build GIANT BRAWNY MUSCLES in ten minutes a day, with DYNAPLEX you "Baw" each muscle increase a certain way—that is, after five times than if you exercised that muscle 20, 30, even 100 times the old-fashioned way. With DYNAPLEX you get bigger results in ten minutes than after hours of grunting and grunting, heaving heavy weights.

STRONG-MAN SEX-APPEAL ATTRACTS GIRLS

Be honest. Down deep you KNOW you envy the boy with the virile, magnificent build. Every man and boy secretly desires a broad, brawny back, a solid man-muscle chest, handsome he-man shoulders, arms rippling with tough, steely sinews, a narrow waist, slim hips and springs, snow-packed legs. C'mon, go for it! With my new, FORTIFIED BIG MUSCLE SEX-APPEAL, you can have all that!

And then you'll have a glowing new body, brimming over with energy and irresistible inches of solid muscle on your chest, shoulders, arms and brawn on your shoulders. I will build you a handsome super-body of terrific strength. Give you a crushing fist, legs armed with steel springs. A tank that can't be crushed! A midsection that will have girls falling at your feet.

Mike Marvel System, DEPT. 109 285 Market St., Newark, N.J.

MAIL MONEY SAVING NO RISK FREE TRIAL COUPON NOW!

Check as many of the boxes you want HERE Complete System \$1.98.

☐ Lose fat, be trim and solid
☐ Build deep brawny muscles, build your chest with vigorous stretch
☐ Lose fat, be trim, broad, brawny
☐ Build mighty back, broad brawny shoulders
☐ Build muscle on skinny wrists and arms
☐ Develop crushing fist, legs, brawny punch-power

MIKE MARVEL SYSTEM, Dept. 109 285 Market St., Newark, N.J.

Okay, Mike! Here's \$1.98. Send me your COMPLETE (nothing else to buy) body-building course. I want to use your new secret, DYNAPLEX, to build a HE-MAN MUSCLED BODY in just ten minutes a day. Run my class of the DYNAPLEX SYSTEM and my free gift of "Secrets of Attracting Girls" to my money back guarantee, in plain wrappers. If I don't develop a splendid physique and become more popular with girls, you will refund my money in full.

NAME _____ AGE _____
ADDRESS _____
CITY _____ STATE _____
(Please Print)

GIVE ME TEN MINUTES A DAY —THAT'S ALL!

After DYNAPLEX, you'll be able to roll up your sleeves and take off your shirt and, for the first time in your life, you will be PROUD of your manly build. You, say goodbye to your weak, flabby frame, get ready for adventure and romance with a solid physique that glows and vibrates with virile he-man appeal. You'll be really proud to have people see your MAGNIFICENT HE-MAN MUSCLES at the beach or gym. And when the fellows stare with envy and jealousy—when the girls crowd about to shake your iron biceps or touch your bulging brawny chest—then they ask in amazement HOW you did it—tell them about the Magic Secret of DYNAPLEX.

Your Pal,
MIKE MARVEL
"Builder of Champion Bodies"

YOU PAY ONLY 1.98 COMPLETE NOTHING ELSE TO BUY

SAVE MORE THAN EVER

2 COMPLETE FISHING OUTFITS 279^{PCS}

1963 MODEL

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SMOOTH POWERFUL DIRECT DRIVE LEVEL WIND CASTING REEL

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LIVE BAIT BOX

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SAFETY STAR DRAG Found only on best reels

DETACHABLE HANDLE FULL CORK GRIP

COMPARE! with EXPENSIVE SETS

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BOTH SETS FOR THE PRICE OF A REEL ALONE

COMPLETE! Nothing else to BUY!

PRE-WOUND ON REEL

FISH KNIFE with SHEATH

FAMOUS JIGS and FLIES

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19 FAMOUS CRAFTY LURES

NEW! AUTOMATIC SUPER "88" REEL

- SMOOTH POWERFUL LIGHT-NING FAST FINGERTIP CONTROL
- PUSH BUTTON CASTING ANTI-REVERSE—NO BACKLASH

NEWEST! EASIEST WAY TO CATCH FISH!

SELECTED FOR YOU BY EXPERTS. This choice fish-getting tackle, used by experts, contains nationally famous brands. Each item carefully chosen—everything you need for all types of fishing. Deadly lures that are all time favorites. Whether you're a veteran angler or an occasional fisherman, you can be proud of this precision-built kit. Nothing else to buy—you can go fishing at once. Complete! You will not find a bargain like this anywhere.

LOOK! YOU GET EVERYTHING SHOWN. Super "88"—Automatic Spin Cast Reel with line. Comet XSC Bait Casting Reel—5 ft. (2 pc.) Spin Cast Rod—4 ft. Bait Cast Rod, Live Bait Box, Fish Knife and Sheath, 19 Famous Lures, Tackle Box and Removable Tray, Cable Leader, Clincher Sinkers, Assorted Hooks, Snelled Hooks, Fold-Away Trout Net, Stringer, Hook Remover, Hook Guards, Bobbers, Split Shot, Snaps and Swivels, Practice Plug, 28 pc. Popper Lure Set and Complete Instructions.

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Albert Dorne — probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

He's Looking for People Who Like to Draw

TODAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures, and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the people Dorne has helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

John Buskett is another. He was a pipefitter's helper in a big gas company. Today he still works for the same company, but as an artist in the advertising department, with a big increase in pay. Harriet Kuzniewski was bored with an "ordinary" job before she heard of Albert Dorne. Today she does high-style fashion illustration in New York.

With the right training, Wanda Pickulski gave up her typing job to become fashion artist for a local department store.

John Whitaker of Memphis was an airline clerk two years ago. Recently he won a national cartooning contest and was signed to do a newspaper comic strip.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could only help a few of these people he called together America's most successful artists — men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind of school—a home-study art school

that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the famous artists created a 12-page talent test. Thousands paid \$1 for this test, but now the School offers it free and will grade it free. If you show talent on the test, you will be eligible for training by the School. No obligation. Simply mail coupon. It might be your first step to an exciting, well-paid career in art.

Famous Artists Schools Studio 5943, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test.

Mr. _____ Age _____
 Mrs. _____
 Miss _____ (please print)
 Address _____
 City _____ Zone _____
 County _____ State _____

Accredited by the Accrediting Commission of the National Home Study Council, Washington, D.C.

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludokens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Glusli	Harold Von Schmidt
Peter Helek	Albert Dorne